

EXHIBIT I

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

PENSARE ACQUISITION CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

[Table of Contents](#)**Certain Computex Projected Financial Information**

Computex provided Pensare with its internally prepared projections for the fiscal years ending December 31, 2019, December 31, 2020, and December 31, 2021 (the "Computex Projections"). The Computex Projections were also provided to Cassel Salpeter, which was authorized to use and rely upon the Computex Projections for purposes of providing advice to Pensare's board of directors. Separately, Pensare also prepared additional financial projections for the fiscal years ended December 31, 2020, December 31, 2021, December 31, 2022, and December 31, 2023 based on discussions with a leading telecommunications provider (the "Telco Projections"). Both sets of projections (the "Combined Projections") were reviewed by Pensare board of directors in its deliberations regarding the Business Combination.

With respect to the Computex Projections, the most significant assumptions upon which Computex's management based its projections and the reasonable and supportable basis for these assumptions are, among other things, (i) growth in the end markets of Computex's customer and further penetration with its existing customer base, particularly in managed services, (ii) revenue growth and operating expenses consistent with historical periods, and (iii) the increased investment in growing the existing sales force made in 2019.

With respect to the Telco Projections, the most significant assumptions upon which Pensare's management based its projections are, among other things, that (i) Pensare completes the acquisition of the software provider (the "Software Provider") with whom Pensare has entered a letter of intent prior to March 31, 2020, (ii) Pensare successfully executes on the contractual arrangements with the major telecom provider (the "Telco Program"), and (iii) Pensare is able to successfully build out its operational and sales force consistent with its strategic plan.

Pensare Management believes that the assumptions used to derive the Telco Projections are also both reasonable and supportable. Pensare management derived its forecasts based on modeling revenue growth assumptions and estimates of controllable expenditures. In preparing the models, management relied on a number of factors including the executive team's significant experience in the managed services industry, the acquisition of the Software Provider, and discussions with executives at the major telecom provider regarding the Telco Program.

The prospective financial information in the Combined Projections was not prepared with a view toward compliance with the published guidelines of the SEC or the guidelines established by the AICPA for preparation and presentation of prospective financial information. These Projections were prepared solely for internal use, and/or capital budgeting, and other management purposes, and are subjective in many respects and therefore susceptible to varying interpretations and the need for periodic revision based on actual experience and business developments, and were not intended for third-party use, including by investors or holders. You are cautioned not to rely on the Combined Projections in making a decision regarding the Business Combination, as the projections may be materially different than actual results.

The Combined Projections reflect numerous assumptions including assumptions with respect to general business, economic, market, regulatory and financial conditions and various other factors, all of which are difficult to predict and many of which are beyond Pensare's control, such as the risks and uncertainties contained in the section entitled "Risk Factors."

The financial information in the Combined Projections is forward-looking information that is based on growth and other assumptions that are inherently subject to significant uncertainties and contingencies, many of which are beyond Pensare's and Computex's control. While all projections are necessarily speculative, Pensare believes that the prospective financial information covering periods beyond 12 months from its date of preparation carries increasingly higher levels of uncertainty and should be read in that context. There will be differences between actual and projected results, and

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actual results may be materially greater or materially less than those contained in the Combined Projections.

The inclusion of the Combined Projections in this proxy statement should not be regarded as an indication that Pensare, Computex, or their representatives considered or currently consider the Combined Projections to be a reliable prediction of future events, and reliance should not be placed on the Combined Projections. The Computex Projections were requested by, and disclosed to, Pensare for use as a component in its overall evaluation of Computex, and are included in this proxy statement because they were provided to the Pensare board of directors for its evaluation of the Business Combination. Computex has not warranted the accuracy, reliability, appropriateness or completeness of the projections to anyone, including to Pensare. Neither Pensare's management, Computex's management, nor any of their representatives have made or make any representation to any person regarding the ultimate performance of Pensare or Computex compared to the information contained in the Combined Projections, and none of them intends to or undertakes any obligation to update or otherwise revise the Combined Projections to reflect circumstances existing after the date when made or to reflect the occurrence of future events in the event that any or all of the assumptions underlying the Combined Projections are shown to be in error. Accordingly, they should not be looked upon as "guidance" of any sort. Neither Pensare nor Computex intends to refer back to these forecasts in its future periodic reports filed under the Exchange Act.

The Computex Projections were prepared by Computex's management. UHY, Computex's independent auditor, has not examined, compiled or otherwise applied procedures with respect to the accompanying prospective financial information presented herein and, accordingly, expresses no opinion or any other form of assurance on it. The UHY report included in this proxy statement relates to historical financial information of Computex. It does not extend to the Computex Projections and should not be read as if it does.

The following table summarizes the Computex Projections provided to Pensare by Computex:

Computex Projections

(\$ in thousands)	2019 P	2020 P	2021 P	CAGR
				'19 P - '21 P
<i>Total Revenue</i>	\$ 134,651	\$ 144,750	\$ 155,606	7.5%
<i>Gross Profit</i>	\$ 26,063	\$ 29,209	\$ 31,684	10.3%
<i>Normalized EBITDA(1)</i>	\$ 6,628	\$ 7,506	\$ 8,595	13.9%
<i>Net Working Capital (Non-Cash)</i>	\$ (5,547)	\$ (5,191)	\$ (5,004)	
<i>Margin Review</i>				
<i>Gross Profit</i>		20.2%	20.4%	
<i>Normalized EBITDA</i>		5.2%	5.5%	
<i>Growth Review</i>				
<i>Total Revenue</i>		7.5%	7.5%	
<i>Gross Profit</i>		12.1%	8.5%	
<i>Normalized EBITDA</i>		13.3%	14.5%	

- (1) Normalized EBITDA is defined as earnings before interest, tax, depreciation and amortization and excludes certain extraordinary and non-recurring expenses